

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 22774-D FILED

APR 05 '05

3-36 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

April 1, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 8, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22774.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company
110 Franklin Rd. S.E.
Roanoke, VA 24072-0072

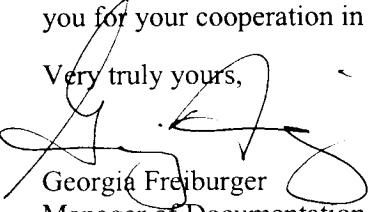
A description of the railroad equipment covered by the enclosed document is seventy-five (75) 50' plate "F" box cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

ASSGN. NO.: NS062

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th, day of October, 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 38 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 12, 2004, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: SalesBy: Theresa CatafanoName: THERESA CATAFANOTitle: MGR. OF DOCUMENTATIONExecuted on this 8th day of October, 2004

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of October, 2004.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2008
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY
COMPANY

ATTEST:

By: _____
Name: _____
Title: _____

By: Deborah H Butler
Name: Deborah H Butler
Title: Vice President Customer Service
Executed on this 21 day of November, 2004.

[CORPORATE SEAL]

STATE OF Georgia
COUNTY OF Cobb

I, DIANNE M. JOHNSON, a Notary Public of the County and State
aforesaid, certify that DEBORAH H. BUTLER personally appeared before
me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of November, 2004.

Dianne M. Johnson
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 8, 2007

(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: 50' Plate "F" box cars with 10' plug doors and 286 GRL

CAR NUMBERS:

NOKL 560805	NOKL 560854	NOKL 560894	NOKL 560919
NOKL 560815	NOKL 560856	NOKL 560895	NOKL 560922
NOKL 560817	NOKL 560857	NOKL 560897	NOKL 560924
NOKL 560818	NOKL 560859	NOKL 560898	NOKL 560925
NOKL 560822	NOKL 560860	NOKL 560899	NOKL 560938
NOKL 560834	NOKL 560866	NOKL 560900	NOKL 560949
NOKL 560836	NOKL 560868	NOKL 560901	NOKL 560954
NOKL 560839	NOKL 560869	NOKL 560902	NOKL 560955
NOKL 560841	NOKL 560873	NOKL 560903	NOKL 560957
NOKL 560842	NOKL 560874	NOKL 560904	NOKL 560967
NOKL 560843	NOKL 560876	NOKL 560905	NOKL 560968
NOKL 560844	NOKL 560879	NOKL 560906	NOKL 560977
NOKL 560845	NOKL 560880	NOKL 560907	NOKL 560985
NOKL 560846	NOKL 560881	NOKL 560908	NOKL 560986
NOKL 560847	NOKL 560882	NOKL 560909	NOKL 560988
NOKL 560849	NOKL 560883	NOKL 560910	NOKL 560996
NOKL 560850	NOKL 560886	NOKL 560911	Count: 75
NOKL 560851	NOKL 560887	NOKL 560914	
NOKL 560852	NOKL 560889	NOKL 560916	
NOKL 560853		NOKL 560917	